



FORM 13F-HR

CAPITAL RESEARCH & MANAGEMENT CO – N/A

Filed: November 14, 2005 (period: September 30, 2005)

13F Holdings Report Initial Filing

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005
Check here if Amendment ☐; Amendment Number:

This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings
entries.

Institutional Investment Manager Filing this Report:

Name: Capital Research and Management Company
Address: 333 South Hope Street, 55th Floor
Los Angeles, California 90071-1447

Form 13F File Number: 28-00157

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Paul G. Haaga, Jr.
Title: Executive Vice President
Phone: 213/486-9216

Signature, Place, and Date of Signing:

Paul G. Haaga, Jr.* Los Angeles, California 11/14/05

*By: /s/ James P. Ryan

James P. Ryan
Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 10, 2005 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Research and Management Company on August 16, 2005 with respect to Advanced Energy Industries.

Report Type (Check only one.):

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
Form 13F Information Table Entry Total: 815
Form 13F Information Table Value Total: \$448632033

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-00218	The Capital Group Companies, Inc.

CAPITAL RESEARCH AND MANAGEMENT COMPANY

FORM 13F INFORMATION TABLE

SEP 30, 2005

COLUMN 1 & COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7*	COLUMN 8
NAME OF ISSUER/TITLE OF CLASS (COMMON UNLESS OTHERWISE INDICATED)	CUSIP	VALUE (X\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL DISCRETION	INVESTMENT OTHER MGRS	SOLE SHARED NONE
3M COMPANY	88579Y101	\$ 1833281	24990200	SH	DEFINED	1
ABBOTT LABORATORIES	002824100	3067555	72348000	SH	DEFINED	1
ABITIBI-CONSOLIDATED INC C\$	003924107	12360	3072755	SH	DEFINED	1
ACME COMMUNICATIONS INC	004631107	51	13100	SH	DEFINED	1
ACUTY BRANDS INC	00508Y102	45989	1550000	SH	DEFINED	1
ADAMS RESPIRATORY THERAPEUTICS INC	00635P107	6226	192800	SH	DEFINED	1
ADOBE SYSTEMS INC	00724F101	222481	7453300	SH	DEFINED	1
ADVANCED ANALOGIC TECHNOLOGIES INC	00752J108	8710	778400	SH	DEFINED	1
ADVANCED MEDICAL OPTICS INC	00763M108	117266	3090000	SH	DEFINED	1
ADVANCED MICRO DEVICES CV PRN SR NT 4.75% 02-01-22	007903AE7	84324	\$74050000	PRN	DEFINED	1
ADVANCED MICRO DEVICES INC	007903107	835254	33145000	SH	DEFINED	1
AES CORP (THE)	00130H105	14825	902300	SH	DEFINED	1
AETNA INC	00817Y108	1120690	13010100	SH	DEFINED	1
AFFILIATED COMPUTER SVC CL A	008190100	170516	3123000	SH	DEFINED	1
AFPMETRIX INC	00826T108	92460	2000000	SH	DEFINED	1
AFLAC INC	001055102	175991	3885000	SH	DEFINED	1
AGCO CORP	001084102	40222	2210000	SH	DEFINED	1
AGERE SYSTEMS INC	00845V308	38331	3682124	SH	DEFINED	1
AGILE SOFTWARE CORP	00846X105	10755	1500000	SH	DEFINED	1
AGILENT TECHNOLOGIES INC	00846U101	509590	15560000	SH	DEFINED	1
AIR PRODUCTS & CHEMICALS INC	009158106	381734	6923000	SH	DEFINED	1
AKAMAI TECHNOLOGIES INC	00971T101	9349	586166	SH	DEFINED	1
ALABAMA NATL BANCORP	0010317105	40976	640854	SH	DEFINED	1
ALBERTO-CULVER CO	013068101	125300	2800000	SH	DEFINED	1
ALBERTSONS INC	013104104	556349	21690000	SH	DEFINED	1
ALCAN INC US\$	013716105	148865	4691600	SH	DEFINED	1
ALCOA INC	013817101	1954787	80048600	SH	DEFINED	1
ALEXION PHARMACEUTICALS INC	015351109	11133	402200	SH	DEFINED	1
ALKERMES INC	01642T108	31920	1900000	SH	DEFINED	1
ALLERGAN INC	01849D102	299139	3265000	SH	DEFINED	1
ALLIED CAPITAL CORP	01903Q108	218906	7646020	SH	DEFINED	1
ALLIED WASTE IND CV PFD SER D 6.25% 3/1/2008	019589704	61032	240000	SH	DEFINED	1
ALLIED WASTE INDS	019589308	277669	32860200	SH	DEFINED	1
ALLION HEALTHCARE INC	0196615103	18232	1012321	SH	DEFINED	1
ALLSTATE CORP (THE)	020002101	751629	13594300	SH	DEFINED	1
ALLTEL CORP	020039103	256713	3942750	SH	DEFINED	1
ALTERA CORP	021441100	787038	41184600	SH	DEFINED	1
ALTRIA GROUP INC	022098103	12093091	164063100	SH	DEFINED	1
AMAZON.COM CV SUB NT REG'D 4.75% 2/01/09	023135AP3	67409	\$68610000	PRN	DEFINED	1
AMAZON.COM INC	023135106	225087	4968800	SH	DEFINED	1
AMB PROPERTY CORPORATION	00163T109	120108	2675000	SH	DEFINED	1
AMEREN CORPORATION	023608102	589051	11012364	SH	DEFINED	1
AMERICA MOVIL L ADR	02364W105	1389909	52808100	SH	DEFINED	1
AMERICAN ELECTRIC POWER CO INC	025537101	782705	19715500	SH	DEFINED	1
AMERICAN EXPRESS CO	025816109	847183	14749000	SH	DEFINED	1
AMERICAN FINANCIAL REALTY TRUST	02607P305	28400	2000000	SH	DEFINED	1
AMERICAN HEALTHWAYS INC	02649V104	8480	200000	SH	DEFINED	1
AMERICAN INTERNATIONAL GROUP INC	026874107	5114989	82553079	SH	DEFINED	1
AMERICAN ITALIAN PASTA CO CL A	027070101	5863	550000	SH	DEFINED	1
AMERICAN MEDICAL SYSTEMS HLDGS	02744M108	1421	70500	SH	DEFINED	1
AMERICAN PHARMACEUTICAL PARTNERS INC	02886F109	231725	5075000	SH	DEFINED	1
AMERICAN STANDARD CO	029712106	102052	2192300	SH	DEFINED	1
AMERICAN TOWER CV NT 5.0% 2/15/10	029912AF9	89663	\$89775000	PRN	DEFINED	1
AMERICANWEST BANCORPORATION	03058P109	8786	380000	SH	DEFINED	1
AMERIGROUP CORP	03073T102	46653	2440000	SH	DEFINED	1
AMERISOURCEBERGEN CORP	03073E105	603280	7804400	SH	DEFINED	1
AMERISTAR CASINOS INC	03070Q101	29176	1400000	SH	DEFINED	1
AMGEN INC	031162100	1251058	15703000	SH	DEFINED	1
AMKOR TECHNOLOGIES INC	031652100	5256	1200000	SH	DEFINED	1
AMKOR TECHNOLOGIES INC CV 5.75% 6/1/06	031652AN0	13196	\$13800000	PRN	DEFINED	1
AMSCOUTH BANCORPORATION	032165102	18945	750000	SH	DEFINED	1
AMYLIN PHARMACEUTICALS INC	032346108	84366	2425000	SH	DEFINED	1
ANADARKO PETROLEUM CORP	032511107	526625	5500000	SH	DEFINED	1
ANALOG DEVICES INC	032654105	1418067	38181666	SH	DEFINED	1
ANDREW CORP	034425108	36528	3276044	SH	DEFINED	1
ANDRX GROUP	034553107	1890	122500	SH	DEFINED	1
ANHEUSER-BUSCH COS INC	035229103	1112989	25859400	SH	DEFINED	1
ANIMAS CORP	03525Y105	3326	211814	SH	DEFINED	1
ACN CORP	037389103	528784	16483300	SH	DEFINED	1
APACHE CORP	037411105	1305749	17359060	SH	DEFINED	1
APOLLO GROUP INC CL A	037604105	122158	1840000	SH	DEFINED	1
APPLEBEES INTL	037899101	108323	5235500	SH	DEFINED	1
APPLERA CORP - APPLIED BIOSYSTEMS GROUP	038020103	307158	13216800	SH	DEFINED	1
APPLERA CORP - CELERA GENOMICS GROUP	038020202	6414	528800	SH	DEFINED	1
APPLIED MATERIALS INC	038222105	2391179	140989300	SH	DEFINED	1
APTARGROUP INC	038336103	28143	565000	SH	DEFINED	1
AQUANTIVE INC	03839G105	24156	1200000	SH	DEFINED	1
ARACRUZ CELLULOSE SA PNB ADR SPON (NEW)	038496204	105683	2604300	SH	DEFINED	1
ARBITRON INC	03875Q108	56636	1421580	SH	DEFINED	1
ARCHSTONE-SMITH TRUST	039583109	241891	6067000	SH	DEFINED	1
ARIBA INC	04033V203	8380	1470250	SH	DEFINED	1
ASHLAND INC NEW	044209104	150805	2730000	SH	DEFINED	1
ASML HOLDING NV NY REG SHS	2242253	388444	23527800	SH	DEFINED	1
ASPEN TECHNOLOGY INC	045327103	14188	2270000	SH	DEFINED	1
ASTRAZENECA PLC ADR (NYSE)	046353108	1030089	21870250	SH	DEFINED	1
ATTICORP (NEW)	001957505	1940263	\$7993099	SH	DEFINED	1
ATHEROS COMMUNICATIONS INC	04743P108	35917	3680000	SH	DEFINED	1
ATMEL CORP	049513104	2569	1246868	SH	DEFINED	1
AO OPTRONICS CORP ADR	002255107	98885	7630000	SH	DEFINED	1
AUTOMATIC DATA PROCESSING INC	053015103	1752903	40727300	SH	DEFINED	1
AVERY DENNISON CORP	053611109	692179	13212040	SH	DEFINED	1
AVID TECHNOLOGY INC	05367P100	1587	38322	SH	DEFINED	1
AVNET INC	053807103	70905	2900000	SH	DEFINED	1
AVON PRODUCTS INC	054303102	1821660	67468900	SH	DEFINED	1
AXIS CAPITAL HOLDINGS LTD	00692U109	89521	3140000	SH	DEFINED	1
BAKER HUGHES INC	057224107	2152425	36066100	SH	DEFINED	1
BANCO BRADESCO PN SPON ADR	059460303	589975	12060000	SH	DEFINED	1

BANCO LATINOAMERICANO DE EXPORTACIONES S	2059485	25049	1475000	SH	DEFINED	1	1475000
BANK OF AMERICA CORP	060505104	3319484	78847592	SH	DEFINED	1	78847592
BANK OF NEW YORK CO INC	064057102	2009585	68330000	SH	DEFINED	1	68330000
BANK OF NOVA SCOTIA (THE) CS	064149107	665067	17787200	SH	DEFINED	1	17787200
BANRO CORPORATION CS REG D	066800103	11147	1750000	SH	DEFINED	1	1750000
BARR PHARMACEUTICALS INC	068306109	38444	700000	SH	DEFINED	1	700000
BARRICK GOLD CORP US\$	067901108	1579823	54382900	SH	DEFINED	1	54382900
BAKTER INTERNATIONAL CV PFD EQUITY UNITS	071813406	157178	2757500	SH	DEFINED	1	2757500
7.00% 02/16/06							
BCE INC CS	055345109	182006	6634493	SH	DEFINED	1	6634493
BEA SYSTEMS INC	073325102	1796	200000	SH	DEFINED	1	200000
BECTON DICKINSON & CO	075887109	260263	4964000	SH	DEFINED	1	4964000
BELLSOUTH CORP	079860102	5581202	212213000	SH	DEFINED	1	212213000
BELO CORP CL A	080555105	110871	4850000	SH	DEFINED	1	4850000
BERKLEY W R CORP	084423102	32237	816550	SH	DEFINED	1	816550
BERKSHIRE HATHAWAY INC CL A	084670108	874940	10670	SH	DEFINED	1	10670
BERKSHIRE HATHAWAY INC CL B	084670207	546	200	SH	DEFINED	1	200
BEST BUY CO INC	086516101	3482524	80002850	SH	DEFINED	1	80002850
BEVERLY HILLS BANCO INC	087866109	30145	2938217	SH	DEFINED	1	2938217
BHP BILLITON LTD ADR	088606108	24781	725000	SH	DEFINED	1	725000
BIG LOTS INC	089302103	79913	7271400	SH	DEFINED	1	7271400
BILL BARRETT CORPORATION	06846N104	76346	2073500	SH	DEFINED	1	2073500
BIOGEN IDEC INC	09062X103	749893	18994250	SH	DEFINED	1	18994250
BJ SERVICES	055482103	1011686	28110200	SH	DEFINED	1	28110200
BJ'S WHOLESALE CLUB INC	05548J106	26354	948000	SH	DEFINED	1	948000
BLUE NILE	09578R103	12656	400000	SH	DEFINED	1	400000
BLUTH INC	09643P108	32098	1440000	SH	DEFINED	1	1440000
BOEING CO	097023105	2868170	42210000	SH	DEFINED	1	42210000
BOSTON PROPERTIES INC	101121101	484580	6834700	SH	DEFINED	1	6834700
BOWATER INC	102183100	83255	2945000	SH	DEFINED	1	2945000
BRASCAN CORP CL A LTD VTO CS	10549P606	242394	5198000	SH	DEFINED	1	5198000
BRIGHT HORIZONS FAMILY SOLUTIONS	109195107	30257	787947	SH	DEFINED	1	787947
BRINKER INTL INC	109641100	305175	8125000	SH	DEFINED	1	8125000
BRISTOL-MYERS SQUIBB CO	110122108	4434222	184298500	SH	DEFINED	1	184298500
BROOKS AUTOMATION INC	114340102	42989	3225000	SH	DEFINED	1	3225000
BUILD A BEAR WORKSHOP INC	120076104	5018	225000	SH	DEFINED	1	225000
BUNGE LIMITED	2788713	570732	10846300	SH	DEFINED	1	10846300
BURLINGTON NORTHERN SANTA FE CORP	12189T104	666770	11150000	SH	DEFINED	1	11150000
BURLINGTON RESOURCES INC	123014103	3513138	43201400	SH	DEFINED	1	43201400
CABOT OIL & GAS CORP	127097103	40408	800000	SH	DEFINED	1	800000
CADENCE DESIGN SYSTEMS INC	127387108	348810	21461000	SH	DEFINED	1	21461000
CAMDEN PROPERTY TRUST	133131102	102357	1836000	SH	DEFINED	1	1836000
CAMSCO CORP CS	13321L108	299149	5600000	SH	DEFINED	1	5600000
CANADIAN NATURAL RESOURCES LTD CS	136385101	1967294	43505300	SH	DEFINED	1	43505300
CAPITAL LEASE FUNDING INC	140288101	21114	2040000	SH	DEFINED	1	2040000
CAPITAL ONE FINANCIAL CORP	14040H105	1096435	13788163	SH	DEFINED	1	13788163
CAPITALSOURCE INC	14055X102	22912	1051000	SH	DEFINED	1	1051000
CAPITALSOURCE INC CV DEB 3.5% 07/15/2034	14055XAD4	31144	\$33000000	PRN	DEFINED	1	\$33000000
CARBO CERAMICS INC	140781105	67561	1023800	SH	DEFINED	1	1023800
CARDINAL HEALTH INC	14149Y108	1980552	31219300	SH	DEFINED	1	31219300
CAREMARK RX INC	141705103	165887	3322400	SH	DEFINED	1	3322400
CARMAX INC	143130102	268453	8585000	SH	DEFINED	1	8585000
CARNIVAL CORP COMMON PAIRED STOCK	143658300	2457527	49170200	SH	DEFINED	1	49170200
CATERPILLAR INC	149123101	2241871	38159500	SH	DEFINED	1	38159500
CATHAY GENERAL BANCO RP	149150104	7092	200000	SH	DEFINED	1	200000
CDW CORP	12512N105	256007	4345000	SH	DEFINED	1	4345000
CEDAR FAIR LP	150185106	25492	850000	SH	DEFINED	1	850000
CELEGENE CORP	151020104	445424	8200000	SH	DEFINED	1	8200000
CEMEX NEW CPO ADR UNIT(2 A SHS+ 1 B SHR)	151290889	578699	11064992	SH	DEFINED	1	11064992
CENTRAL EUROPEAN MEDIA ENTERPRISES CL A	2529848	63652	1205300	SH	DEFINED	1	1205300
CENTRAL PACIFIC FINANCIAL CORP	154760102	10554	300000	SH	DEFINED	1	300000
CENTURYTEL INC	156700106	94411	2699000	SH	DEFINED	1	2699000
CEPHALON INC	156708109	69630	1500000	SH	DEFINED	1	1500000
CERIDIAN CORP NEW	156779100	406016	19567050	SH	DEFINED	1	19567050
CHEVRON CORP	166764100	5938586	91743945	SH	DEFINED	1	91743945
CHILDRENS PLACE RETAIL STORE INC	168905107	24948	700000	SH	DEFINED	1	700000
CHINA NETCOM GRP CORP (HK) LTD ADR SPON	16940Q101	65246	1900000	SH	DEFINED	1	1900000
CHOICEPOINT INC	170388102	166205	3850000	SH	DEFINED	1	3850000
CHUBB CORP	171232101	680580	7600000	SH	DEFINED	1	7600000
CHUBB CORP CV PFD UNITS 7.00% 11/16/05	171232309	156912	4800000	SH	DEFINED	1	4800000
CHUNGWA TELECOM ADR	17133Q205	789204	42636600	SH	DEFINED	1	42636600
CHURCH & DWIGHT INC	17134Q102	90739	2456400	SH	DEFINED	1	2456400
CIGNA CORP	125509109	490121	4158500	SH	DEFINED	1	4158500
CINCINNATI BELL INC	171871106	312	70740	SH	DEFINED	1	70740
CINCINNATI FINL CORP	172062101	14662	350000	SH	DEFINED	1	350000
CINERGY CORP	172474108	280263	6310800	SH	DEFINED	1	6310800
CINTAS CORP	172908105	88052	2145000	SH	DEFINED	1	2145000
CISCO SYSTEMS INC	17275R102	2959635	165066100	SH	DEFINED	1	165066100
CITI TRENDS INC	17306X102	8254	378089	SH	DEFINED	1	378089
CITIGROUP INC	172967101	6066772	133277065	SH	DEFINED	1	133277065
CITY NATIONAL CORP	178566105	148502	2090200	SH	DEFINED	1	2090200
CKE RESTAURANTS INC	12561E105	26360	2000000	SH	DEFINED	1	2000000
CLEAR CHANNEL COMMUNICATIONS	184502102	2213251	67292518	SH	DEFINED	1	67292518
CLEVELAND-CLIFFS INC	185896107	67946	780000	SH	DEFINED	1	780000
CNET NETWORKS INC	12613R104	269500	19860000	SH	DEFINED	1	19860000
CO SANEAMENTO BASICO ESTAD SAO PAULO ADR (SABESP)	20441A102	98892	5690000	SH	DEFINED	1	5690000
CO VALE RIO DOCE (CVRD) ADR ON	204412209	592155	13501025	SH	DEFINED	1	13501025
COCA-COLA CO	191216100	2533858	58667700	SH	DEFINED	1	58667700
COLONIAL PROPERTIES TRUST	195872106	10862	244200	SH	DEFINED	1	244200
COLT TELECOM GROUP SPON ADR	196877104	159	38400	SH	DEFINED	1	38400
COLUMBIA SPORTSWEAR CO	198516106	12298	265043	SH	DEFINED	1	265043
COMCAST CORP CL A (NEW)	20030N101	1201466	40894015	SH	DEFINED	1	40894015
COMCAST CORP CL A SPECIAL N/V (NEW)	20030N200	428534	14890000	SH	DEFINED	1	14890000
COMERICA INC	200340107	41230	700000	SH	DEFINED	1	700000
COMMERCE BANCO RP INC NJ	200519106	9821	320000	SH	DEFINED	1	320000
COMPANHIA DE BEBIDAS AMBEV ON ADR	20441W104	122220	4074000	SH	DEFINED	1	4074000
COMPANHIA DE BEBIDAS DAS AMBEV PN ADR	20441W203	843373	22683500	SH	DEFINED	1	22683500
COMPASS MINERALS INTERNATIONAL	20451N101	12657	550300	SH	DEFINED	1	550300
COMPUWARE CORP	205638109	182220	19181067	SH	DEFINED	1	19181067
CONAGRA FOODS INC	205887102	1242326	50195000	SH	DEFINED	1	50195000
CONEXANT SYSTEMS CV NT 4% 2/1/2007	207142AF7	33465	\$34500000	PRN	DEFINED	1	\$34500000
CONEXANT SYSTEMS INC	207142100	42960	24000000	SH	DEFINED	1	24000000
CONMED CORP	207410101	19516	700000	SH	DEFINED	1	700000
CONNETICS CORP	208192104	33820	2000000	SH	DEFINED	1	2000000
CONOCOPHILLIPS	20825C104	2307622	33008470	SH	DEFINED	1	33008470
CONSOL ENERGY INC 144 PIPES	20854P109	711271	9325700	SH	DEFINED	1	9325700
CONSOLIDATED EDISON INC	209115104	673180	13865700	SH	DEFINED	1	13865700
CONSTELLATION BRANDS INC CL A	21036P108	260884	10034000	SH	DEFINED	1	10034000
COOPER INDUSTRIES LTD CL A	2949435	318044	4600000	SH	DEFINED	1	4600000

CORNING INC	219350105	891787	7863513	SH	DEFINED	1	97863513
CORRECTIONS CORP OF AMERICA NEW	22025407	81687	2057600	SH	DEFINED	1	2057600
CORUS ENTERTAINMENT INC CL B N/V CS	220874101	13184	455000	SH	DEFINED	1	455000
COSTAR GROUP INC	22160N109	14016	300000	SH	DEFINED	1	300000
COSTCO WHOLESALE CORP	22160K105	99861	2317500	SH	DEFINED	1	2317500
CPFL ENERGIA SA ADR	126153105	80991	2542900	SH	DEFINED	1	2542900
CRESCENT REAL ESTATE CV PFD SER A 6.75% PERPETUAL	225756204	824	37200	SH	DEFINED	1	37200
CRESCENT REAL ESTATE EQUITIES CO	225756105	78970	3850300	SH	DEFINED	1	3850300
CROWN HOLDINGS INC	228368106	20722	1300000	SH	DEFINED	1	1300000
CSG SYSTEMS INTL INC	126349109	15197	700000	SH	DEFINED	1	700000
CULLEN/FROST BANKERS	229899109	98680	2000000	SH	DEFINED	1	2000000
CUMMINS INC	231021106	149583	1700000	SH	DEFINED	1	1700000
CURTISS-WRIGHT CORP	231561101	8288	134300	SH	DEFINED	1	134300
CV THERAPEUTICS INC	126667104	1814	67800	SH	DEFINED	1	67800
CYMER INC	232572107	77047	2460000	SH	DEFINED	1	2460000
CYPRESS SEMICONDUCTOR CORP	232806109	45150	3000000	SH	DEFINED	1	3000000
CYTOKINETICS INC	23282W100	6948	853500	SH	DEFINED	1	853500
DANA CORP	235811106	125217	13306800	SH	DEFINED	1	13306800
DAVITA INC	23918K108	92140	2000000	SH	DEFINED	1	2000000
DEAN FOODS COMPANY	242370104	89378	2300000	SH	DEFINED	1	2300000
DEERE & CO	244199105	1352557	22100600	SH	DEFINED	1	22100600
DELL INC	24702R101	483827	14147000	SH	DEFINED	1	14147000
DELPHI CORPORATION	247126105	149306	54096200	SH	DEFINED	1	54096200
DELTA & PINE LAND CO	247357106	21128	800000	SH	DEFINED	1	800000
DELTA AIR LINES INC 144	247361108	1394	1858888	SH	DEFINED	1	1858888
DELTA PETROLEUM CORP	247907207	82732	3977500	SH	DEFINED	1	3977500
DELUKE CORPORATION	248019101	88352	2200000	SH	DEFINED	1	2200000
DENBURY RESOURCES INC	247916208	171244	3395000	SH	DEFINED	1	3395000
DENDRITE INTL INC	248239105	15068	750000	SH	DEFINED	1	750000
DENNY'S CORP	24869P104	23655	5700000	SH	DEFINED	1	5700000
DEVELOPERS DIV RLTY	251591103	366128	7840000	SH	DEFINED	1	7840000
DEVON ENERGY CORP	25179M103	2196416	31999072	SH	DEFINED	1	31999072
DEXCOR INC	252131107	116	10000	SH	DEFINED	1	10000
DIAGEO PLC ADR	25243Q205	882	15200	SH	DEFINED	1	15200
DIAMOND FOODS INC	252603105	7915	462862	SH	DEFINED	1	462862
DIAMOND OFFSHORE DRILLING INC	25271C102	556456	9085000	SH	DEFINED	1	9085000
DIEBOLD INC	253651103	34460	1000000	SH	DEFINED	1	1000000
DISCOVERY HOLDING CO CL A	25468Y107	305628	21165380	SH	DEFINED	1	21165380
DISCOVERY LABORATORIES INC	254668106	7740	1200000	SH	DEFINED	1	1200000
DISNEY WAIT CO (THE)-DISNEY COMMON	254687106	816608	33842000	SH	DEFINED	1	33842000
DOBSON COMM CL A 144	256069105	53873	7014738	SH	DEFINED	1	7014738
DOLBY LABORATORIES INC CL A	25659T107	3459	216200	SH	DEFINED	1	216200
DOLLAR GENERAL CORP	256669102	169645	9250000	SH	DEFINED	1	9250000
DOLLAR TREE STORES INC	256747106	7578	350000	SH	DEFINED	1	350000
DOMINION RESOURCES INC NEW	25746U109	2747746	31898611	SH	DEFINED	1	31898611
DONNELLEY R R & SONS CO	257867101	774811	20901300	SH	DEFINED	1	20901300
DOVER CORP	260003108	81580	2000000	SH	DEFINED	1	2000000
DOW CHEMICAL CO	260543103	2882097	69164800	SH	DEFINED	1	69164800
DOW JONES & CO INC	260561105	110255	2887000	SH	DEFINED	1	2887000
DREAMWORKS ANIMATION SKG INC CL A	26153C103	71501	2585000	SH	DEFINED	1	2585000
DRESSER-RAND GROUP INC	261608103	25123	1020000	SH	DEFINED	1	1020000
DTE ENERGY CO	233331107	442366	9646000	SH	DEFINED	1	9646000
DUKE ENERGY CORP	264399106	1190127	40799693	SH	DEFINED	1	40799693
DUPONT EI DE MEMOURS & CO	263534109	1236244	31561000	SH	DEFINED	1	31561000
EASTMAN CHEMICAL CO	277432100	140910	3000000	SH	DEFINED	1	3000000
EATON CORP	278058102	76260	1200000	SH	DEFINED	1	1200000
EBAY INC	278642103	172883	4196200	SH	DEFINED	1	4196200
ECHOLON CORP	27874N105	18420	2000000	SH	DEFINED	1	2000000
EDISON INTERNATIONAL	281020107	260040	5500000	SH	DEFINED	1	5500000
EDUCATION MANAGEMENT CORP	28139T101	38688	1200000	SH	DEFINED	1	1200000
ELAN CORP PLC ADR	284131208	77357	8731000	SH	DEFINED	1	8731000
ELECTRONIC DATA SYSTEMS CORP	285661104	287256	12801050	SH	DEFINED	1	12801050
EMC CORPORATION	268648102	301696	23315000	SH	DEFINED	1	23315000
EMERSON ELECTRIC CO	291011104	1428317	19893000	SH	DEFINED	1	19893000
EMMI COMMUNICATIONS CORP CL A	291525103	4440	201000	SH	DEFINED	1	201000
ENBRIDGE INC CS	29250N105	227330	7083468	SH	DEFINED	1	7083468
ENCANA CORP CS	29250S104	1975	33800	SH	DEFINED	1	33800
ENCORE ACQUISITION CO	29255W100	44775	1152500	SH	DEFINED	1	1152500
ENERGY EAST CORP	29266M109	72799	2890000	SH	DEFINED	1	2890000
ENERSYS INC	29275Y102	18204	1200000	SH	DEFINED	1	1200000
ENSCO INTL INC	26874Q100	254027	5452400	SH	DEFINED	1	5452400
ENERGY CORP NEW	29364G103	399492	5375300	SH	DEFINED	1	5375300
EOG RESOURCES INC	26875P101	1649141	22017900	SH	DEFINED	1	22017900
EQUITABLE RESOURCES INC	294549100	324198	8300000	SH	DEFINED	1	8300000
EQUITY OFFICE CV PFD SER B 5.25% 02/15/08	294741509	21541	420400	SH	DEFINED	1	420400
EQUITY OFFICE PROPERTIES TRUST	294741103	446164	13640000	SH	DEFINED	1	13640000
EQUITY RESIDENTIAL SH BEN INT	29476L107	563329	14883200	SH	DEFINED	1	14883200
ERICSSON CL B ADR	294821608	543722	14759000	SH	DEFINED	1	14759000
EV3 INC	26928A200	30	1600	SH	DEFINED	1	1600
EXELON CORPORATION	30161N101	2479130	46390900	SH	DEFINED	1	46390900
EXPEDIA INC	30212P105	753575	38040130	SH	DEFINED	1	38040130
EXPRESS SCRIPTS	302182100	1084358	17433400	SH	DEFINED	1	17433400
EXTENDICARE INC CL A S/V CS	30224T871	17580	1000000	SH	DEFINED	1	1000000
EXXON MOBIL CORP	30231G102	4674263	73564100	SH	DEFINED	1	73564100
EYETECH PHARMACEUTICALS INC	302297106	1078	60000	SH	DEFINED	1	60000
FAIR ISAAC CORP	303250104	627	14000	SH	DEFINED	1	14000
FAIRCHILD SEMICOND CV NT 5.0% 11-01-08	303727A70	20147	\$20350000	PRN	DEFINED	1	\$20350000
FAIRCHILD SEMICONDUCTOR INTERNATIONAL	303726103	37150	2500000	SH	DEFINED	1	2500000
FAIRFAX FINANCIAL HLDS LTD S/V CS	303901102	105991	611000	SH	DEFINED	1	611000
FAIRMONT HOTELS & RESORTS US\$	305204109	45953	1375000	SH	DEFINED	1	1375000
FALCONBRIDGE LTD NEW CS	306104100	93665	3500000	SH	DEFINED	1	3500000
FEDERAL AGRICULTURAL MORTGAGE CORP CL C	313148306	17160	705000	SH	DEFINED	1	705000
FEDERAL HOME LOAN MORTGAGE CORP	313400301	3003390	53195000	SH	DEFINED	1	53195000
FEDERAL NATIONAL MORTGAGE ASSOCIATION	313586109	5478658	122236900	SH	DEFINED	1	122236900
FEDERAL REALTY INTL	313747206	24704	405448	SH	DEFINED	1	405448
FEDERAL SIGNAL CORP	313855108	30636	1792600	SH	DEFINED	1	1792600
FEDERATED DEPARTMENT STORES INC	31410H101	401873	6009769	SH	DEFINED	1	6009769
FEDEX CORP	31428X106	373788	4290000	SH	DEFINED	1	4290000
FERRI CORP	315405100	12824	700000	SH	DEFINED	1	700000
FIDELITY NATL FINL	316326107	441549	9918000	SH	DEFINED	1	9918000
FIRST DATA CORP	319963104	1766291	44157275	SH	DEFINED	1	44157275
FIRST NIAGARA FINANCIAL GRP INC	33582V108	45197	3130000	SH	DEFINED	1	3130000
FIRST REGIONAL BANCORP	33615C101	18099	229714	SH	DEFINED	1	229714
FIRSTENERGY CORP	337932107	1266234	24284583	SH	DEFINED	1	24284583
FIRSTMERIT CORP	337915102	109705	4095000	SH	DEFINED	1	4095000
FISERV INC	337738108	32109	700000	SH	DEFINED	1	700000
FLEXTRONICS INTERNATIONAL LTD	2353058	472430	36765000	SH	DEFINED	1	36765000
FLOOR CORP (NEW)	343412102	34540	536500	SH	DEFINED	1	536500

PNC TECHNOLOGIES INC	30249U101	153854	3773300 SH	DEFINED	1	3773300
POMENTO ECONOMICO MEXICANO SPON ADR	344419106	188833	2700700 SH	DEFINED	1	2700700
PORD CAP TRUST II CV FPD 6.50% 01/15/32	345385206	511542	14034080 SH	DEFINED	1	14034080
PORD MOTOR CO	345370860	177057	17957100 SH	DEFINED	1	17957100
FOREST LABS INC	345838106	1247048	32000200 SH	DEFINED	1	32000200
POSSIL INC	349882100	103228	5675000 SH	DEFINED	1	5675000
FOXHOLLOW TECHNOLOGIES INC	351666103	21662	454995 SH	DEFINED	1	454995
FPL GROUP INC	302571104	1066335	22402000 SH	DEFINED	1	22402000
FRANKLIN BANK CORP	352451108	6299	390000 SH	DEFINED	1	390000
FREEPORT-MCMORAN COPPER & GOLD CL B	35671D857	892613	18370300 SH	DEFINED	1	18370300
FREESCALE SEMICONDUCTOR INC CL B	35687M206	3324	140944 SH	DEFINED	1	140944
FRESH DEL MONTE PRODUCE INC	2118707	29942	1100000 SH	DEFINED	1	1100000
FULTON FILM CORP	360271100	73306	4376496 SH	DEFINED	1	4376496
FURNITURE BRANDS	360921100	24341	1350000 SH	DEFINED	1	1350000
GKSERVICES INC CL A	361268105	19695	500000 SH	DEFINED	1	500000
GALLAGHER ARTHUR J	363576109	344075	11942900 SH	DEFINED	1	11942900
GANNETT CO INC	364730101	348280	5060000 SH	DEFINED	1	5060000
GAP INC	364760108	727824	41756966 SH	DEFINED	1	41756966
GARMIN LTD	2695620	319866	4715700 SH	DEFINED	1	4715700
GATEWAY INC	367626108	25380	9400000 SH	DEFINED	1	9400000
GETBANCSHARES INC	361462104	6369	300000 SH	DEFINED	1	300000
GENENTECH INC	368710406	946352	11238000 SH	DEFINED	1	11238000
GENERAL DYNAMICS CORP	369550108	1857150	15534500 SH	DEFINED	1	15534500
GENERAL ELECTRIC CO (USD)	369604103	8165572	242517715 SH	DEFINED	1	242517715
GENERAL GROWTH PROPERTIES INC	370021107	85367	1900000 SH	DEFINED	1	1900000
GENERAL MILLS INC	370334104	1299795	26966700 SH	DEFINED	1	26966700
GENERAL MOTORS CORP	370442105	2124864	69417300 SH	DEFINED	1	69417300
GENERAL MOTORS CV FPD SER C 6.25%	370442717	110995	5620000 SH	DEFINED	1	5620000
7/15/2033						
GENERAL MOTORS CV SR DEB SER B 5.25%	370442733	121046	7005000 SH	DEFINED	1	7005000
03/06/32						
GENTEX CORP	371901109	286404	16460000 SH	DEFINED	1	16460000
GENUINE PARTS CO	372460105	447878	10440000 SH	DEFINED	1	10440000
GENWORTH FINANCIAL INC A	37247D106	610974	18950800 SH	DEFINED	1	18950800
GEORGIA-PACIFIC CORP (GEORGIA-PAC GROUP)	373298108	477258	14012258 SH	DEFINED	1	14012258
GILEAD SCIENCES INC	375558103	395931	8120000 SH	DEFINED	1	8120000
GLAXOSMITHKLINE PLC ADR	37733M105	47383	924000 SH	DEFINED	1	924000
GOLDEN WEST FINANCIAL CORP	381317106	290120	4885000 SH	DEFINED	1	4885000
GOOGLE INC CL A	38259P508	5255736	16607900 SH	DEFINED	1	16607900
GREATBATCH INC	39153L106	38295	1395600 SH	DEFINED	1	1395600
GRUPO TELEvisa ADR SPON CPO	40049J206	667527	9308700 SH	DEFINED	1	9308700
GSI COMMERCS INC	36238G102	69540	3494491 SH	DEFINED	1	3494491
GSI GROUP INC US \$	36229U102	8883	850000 SH	DEFINED	1	850000
GUIDANT CORPORATION	401698105	1397220	20281900 SH	DEFINED	1	20281900
HAEMONETICS CORP	405024100	14259	300000 SH	DEFINED	1	300000
HALLIBURTON CO	406216101	2667141	38925000 SH	DEFINED	1	38925000
HARLEY-DAVIDSON INC	412822108	779976	16101900 SH	DEFINED	1	16101900
HARRAIS ENTERTAINMENT INC	413619107	889018	13637336 SH	DEFINED	1	13637336
HARTFORD FINANCIAL SERVICES GROUP INC	416515104	426364	5525000 SH	DEFINED	1	5525000
HARVEST NATURAL RESOURCES INC	41754V103	31884	2971500 SH	DEFINED	1	2971500
HCA INC	404119109	459457	9588000 SH	DEFINED	1	9588000
HEALTH CARE PPTY INV	421915109	164971	6112300 SH	DEFINED	1	6112300
HEALTHNETXAS INC	422211102	28863	1350000 SH	DEFINED	1	1350000
HEARTLAND PAYMENT SYSTEMS INC	42235N108	1510	63300 SH	DEFINED	1	63300
HEINZ H J CO	423074103	1882541	51520000 SH	DEFINED	1	51520000
HELMERICH & PAYNE	423452101	30195	500000 SH	DEFINED	1	500000
HEWLETT-PACKARD CO	428236103	4511944	154518625 SH	DEFINED	1	154518625
HITTITE MICROWAVE CORP	43365Y104	15937	787000 SH	DEFINED	1	787000
HOLOGIC INC	436440101	14670	254017 SH	DEFINED	1	254017
HOME DEPOT INC	437076102	477513	12520000 SH	DEFINED	1	12520000
HOMESTORE INC	437852106	6518	1498272 SH	DEFINED	1	1498272
HORIZON HEALTH CORP	44041Y104	9371	344901 SH	DEFINED	1	344901
HOSPITALITY PROPERTIES TRUST	44106M102	142535	3325600 SH	DEFINED	1	3325600
HSPC HOLDINGS PLC ADR SPON NEW	404280406	1069201	13162638 SH	DEFINED	1	13162638
HUBBELL INC CL B	443510201	242304	5163100 SH	DEFINED	1	5163100
HUDSON HIGHLAND GROUP	443792106	48542	1944000 SH	DEFINED	1	1944000
HUGHES SUPPLY INC	444482103	60310	1850000 SH	DEFINED	1	1850000
HUMAN GENOME SCIENCES INC	444903108	4169	306800 SH	DEFINED	1	306800
HYDRIL	448774109	73273	1067500 SH	DEFINED	1	1067500
I-FLow CORP	449520303	10283	750000 SH	DEFINED	1	750000
IAC INTERACTIVECORP	44919P300	989647	39039330 SH	DEFINED	1	39039330
ICICI BANK LTD SPON ADR	45104G104	44365	1570425 SH	DEFINED	1	1570425
ICOS CORP	449295104	19334	700000 SH	DEFINED	1	700000
IDEXX LABORATORIES INC	45168D104	178570	2670000 SH	DEFINED	1	2670000
IKON OFFICE SOLUTIONS INC	451713101	27445	2750000 SH	DEFINED	1	2750000
ILLINOIS TOOL WORKS INC	452308109	1573977	19117900 SH	DEFINED	1	19117900
IMAGISTICS INTL INC	45247T104	7968	190400 SH	DEFINED	1	190400
IMCLONE SYSTEMS INC	45245W109	14153	450000 SH	DEFINED	1	450000
IMPERIAL OIL LTD USS	453038408	507073	4400600 SH	DEFINED	1	4400600
INCO LTD C\$	453258402	315460	6662300 SH	DEFINED	1	6662300
INCO LTD LYONS CV (P) NT 0% 03-29-21	453258AM7	32825	\$26000000 PRN	DEFINED	1	\$26000000
INCYTE CORP	45337C102	2617	556800 SH	DEFINED	1	556800
INDEPENDENCE COMMUNITY BANK	453414104	137996	4048000 SH	DEFINED	1	4048000
INDYNAC BANCORP INC	456607100	39580	1000000 SH	DEFINED	1	1000000
INFOSPACE INC	45678T201	41773	1750000 SH	DEFINED	1	1750000
INGERSOLL-RAND CO LTD CL A	2831167	179299	4690000 SH	DEFINED	1	4690000
INTEGRATED DEVICE TECHNOLOGY INC	458118106	121834	11343942 SH	DEFINED	1	11343942
INTEL CORP	458140100	1425534	57831000 SH	DEFINED	1	57831000
INTERNATIONAL BUSINESS MACHINES CORP	459200101	3851322	48009500 SH	DEFINED	1	48009500
INTERNATIONAL FLAVORS & FRAGRANCES INC	459505101	136074	3818000 SH	DEFINED	1	3818000
INTERNATIONAL GAME TECHNOLOGY	459902102	507924	18812000 SH	DEFINED	1	18812000
INTERNATIONAL PAPER CO	460146103	2034177	68260975 SH	DEFINED	1	68260975
INTERNATIONAL SECURITIES EXCHANGE INC	46031W204	26833	1146720 SH	DEFINED	1	1146720
INTERPUBLIC GROUP	460690100	84786	7284000 SH	DEFINED	1	7284000
INTERFIL CORPORATION CL A	460698109	387304	17782548 SH	DEFINED	1	17782548
INTEL RECTIFIER CV SUB NT 4.25% 07-15-07	460254AE5	50440	\$52000000 PRN	DEFINED	1	\$52000000
INTUIT	461202103	489441	10922580 SH	DEFINED	1	10922580
IRON MOUNTAIN INC NEW	462846106	183500	5000000 SH	DEFINED	1	5000000
ISTAR FINANCIAL INC	450310101	578371	14305500 SH	DEFINED	1	14305500
IVANHOE MINES LTD C\$	46579N103	193137	22880800 SH	DEFINED	1	22880800
IVAX CORP	465823102	65900	2500000 SH	DEFINED	1	2500000
IVILLAGE INC	46588H105	46754	6440000 SH	DEFINED	1	6440000
JABIL CIRCUIT INC	46631J103	117133	3788250 SH	DEFINED	1	3788250
JACOBS ENGR GROUP	469814107	47194	700200 SH	DEFINED	1	700200
JEFFERSON-PILOT CORP	475070108	501210	9795000 SH	DEFINED	1	9795000
JETBLUE AIRWAYS CORP	477143101	162254	9219000 SH	DEFINED	1	9219000
JOHNSON & JOHNSON	478160104	1275535	20157000 SH	DEFINED	1	20157000
JOHNSON CONTROLS INC	478366107	528356	8515000 SH	DEFINED	1	8515000
JONES APPAREL GROUP	480074103	44175	1550000 SH	DEFINED	1	1550000
JOURNAL COMMUNICATIONS INC A	481130102	17932	1203500 SH	DEFINED	1	1203500

JPMORGAN CHASE & CO	46625H100	1800000	SH	DEFINED	1	121912160
KFIN INDUSTRIES HOLDINGS INC	482241106	30114	SH	DEFINED	1	1800000
KELLOGG CO	487836108	332136	SH	DEFINED	1	7200000
KELLY SERVICES CL A	488152208	24528	SH	DEFINED	1	800000
KEYCORP NEW	493267108	59985	SH	DEFINED	1	1860000
KEYSPAN CORP	49337M100	148959	SH	DEFINED	1	4050000
KIMBERLY-CLARK CORP	494368103	819020	SH	DEFINED	1	13758100
KIMCO REALTY CORP	49446R109	369078	SH	DEFINED	1	11746600
KINDER MORGAN INC	49455P101	481483	SH	DEFINED	1	5007100
KINETIC CONCEPTS INC	49460W208	241116	SH	DEFINED	1	4245000
KLA-TENCOR CORP	482480100	927601	SH	DEFINED	1	19023818
KNIGHT-RIDDER INC	499040103	126191	SH	DEFINED	1	2150500
KNOT INC (THE) 144 PIPES	499184109	17685	SH	DEFINED	1	1594720
KOHL'S CORP	500255104	501298	SH	DEFINED	1	9990000
KRAFT FOODS INC CL A	50075M104	121748	SH	DEFINED	1	3980000
KT CORPORATION ADR	48268K101	569530	SH	DEFINED	1	25312420
KYPHON INC	501577100	85969	SH	DEFINED	1	1956500
LA-Z-BOY INC	505336107	17147	SH	DEFINED	1	1300000
LAM RESEARCH	512807108	91410	SH	DEFINED	1	3000000
LAUREATE EDUCATION INC	5186613104	84228	SH	DEFINED	1	1720000
LANSON SOFTWARE	520780107	13880	SH	DEFINED	1	2000000
LEGGITT & PLATT INC	524660107	198643	SH	DEFINED	1	9833800
LENNAR CORP CL A	526057104	89640	SH	DEFINED	1	1500000
LEVITT CORP CL A	52742P108	11470	SH	DEFINED	1	500000
LEWMARK INTERNATIONAL INC CL A	529771107	275397	SH	DEFINED	1	4511000
LG PHILIPS LCD CO LTD ADR	50186V102	224104	SH	DEFINED	1	10900000
LIBERTY GLOBAL INC CL A	530555101	463910	SH	DEFINED	1	17131082
LIBERTY GLOBAL INC CL C	530555309	441125	SH	DEFINED	1	17131082
LIBERTY MEDIA CORP CL A	530718105	1166782	SH	DEFINED	1	144941800
LIBERTY MEDIA CV NT 4.0% 11/15/29 (S)	530715AG6	22410	PRN	DEFINED	1	\$36000000
LIBERTY MEDIA CV SR NT (MOT) 3.50%	530715AN1	24906	PRN	DEFINED	1	\$25000000
01-15-31						
LIBERTY MEDIA CV SR NT (VIAB) 3.25%	530715AR2	19500	PRN	DEFINED	1	\$25000000
03/15/31						
LIFE TIME FITNESS	53217R207	49577	SH	DEFINED	1	1496000
LIFEPOINT HOSPITALS INC	53219L109	24052	SH	DEFINED	1	550000
LILLY ELI & CO	532457108	3398579	SH	DEFINED	1	63501100
LIMITED BRANDS INC	532716107	1714369	SH	DEFINED	1	83914281
LINCARE HOLDINGS INC	532791100	205250	SH	DEFINED	1	5000000
LINCOLN ELECTRIC HLDGS	533900106	44522	SH	DEFINED	1	1130000
LINCOLN NATIONAL CORP	534187109	554502	SH	DEFINED	1	10659400
LINEAR TECHNOLOGY CORP	535678106	1386846	SH	DEFINED	1	36894000
LINENS N THINGS INC	535679104	30038	SH	DEFINED	1	1125000
LIONS GATE ENTERTAINMENT CORP CS	535919203	81668	SH	DEFINED	1	8569206
LITTELFUSE INC	537008104	26724	SH	DEFINED	1	950000
LKQ CORP	501889208	1389	SH	DEFINED	1	46000
LOCKHEED MARTIN CORP	539830109	1185592	SH	DEFINED	1	19423200
LOWES COMPANIES INC	548661107	7208382	SH	DEFINED	1	111931400
LSI LOGIC CORP CV NT 4.0% 11/01/06	502161AG7	5993	PRN	DEFINED	1	\$6000000
LUCENT TECHNOLOGIES	549463107	203125	SH	DEFINED	1	62500000
LUCENT TECHNOLOGIES CV SUB DEC 8.00%	549463AK3	131454	PRN	DEFINED	1	\$126703000
08-01-31/08-02-06						
LYONDELL CHEMICAL CO	552078107	338002	SH	DEFINED	1	11810000
MTBANK CORP	55261F104	101400	SH	DEFINED	1	959230
MACQUARIE INFRASTRUCTURE COMPANY TRUST	55607X108	25380	SH	DEFINED	1	900000
MAGNA INTERNATIONAL INC CL A US\$	559222401	716058	SH	DEFINED	1	9565300
MAGYAR TELEKOM SPON ADR	559776109	16339	SH	DEFINED	1	635000
MANHATTAN ASSOCIATES INC	562750109	45240	SH	DEFINED	1	1950000
MANPOWER INC	56418H100	243519	SH	DEFINED	1	5485900
MANULIFE FINANCIAL CORP CS	56501R106	69341	SH	DEFINED	1	1300000
MARATHON OIL CORP	565849106	3411526	SH	DEFINED	1	49492612
MARCHEX INC CL B	56624R108	29560	SH	DEFINED	1	1785000
MARSH & MCLENNAN COMPANIES INC	571748102	1405109	SH	DEFINED	1	46235900
MARSHALL & KILSREY	571834100	260625	SH	DEFINED	1	5990000
MARTEK BIOSCIENCES	572901106	139027	SH	DEFINED	1	3957500
MASSEY ENERGY COMPANY	576206106	102738	SH	DEFINED	1	2011700
MATRIXONE INC	57685P304	11835	SH	DEFINED	1	2250000
MATTEL INC	577081102	180978	SH	DEFINED	1	10850000
MAXIM INTEGRATED PRODUCTS INC	57772K101	1496154	SH	DEFINED	1	35079800
MBNA CORP	55262L100	326480	SH	DEFINED	1	13250000
MCDONALDS CORP	580135101	288014	SH	DEFINED	1	8600000
MCI INC	552691107	114165	SH	DEFINED	1	4500000
MCKESSON CORP	58155Q103	1041879	SH	DEFINED	1	21957400
MDU RESOURCES GROUP	552690109	75578	SH	DEFINED	1	2120000
MEADWESTVACO CORP	583334107	461320	SH	DEFINED	1	16702400
MEDCO HEALTH SOLUTIONS INC	58405U102	677331	SH	DEFINED	1	12353300
MEDICINES CO	584688105	5039	SH	DEFINED	1	219000
MEDICIS PHARMACEUTICAL CL A	584690309	197802	SH	DEFINED	1	6075000
MEDIMMUNE INC	584699102	54681	SH	DEFINED	1	1625000
MEDTRONIC INC	585055106	1898148	SH	DEFINED	1	35400000
MELLON FINANCIAL CORP	58551A108	211929	SH	DEFINED	1	6629000
MENTOR GRAPHICS	587200106	54725	SH	DEFINED	1	6363355
MERCANTILE BANKSHRS	587405101	35022	SH	DEFINED	1	650000
MERCK & CO INC	589331107	2460092	SH	DEFINED	1	90411300
MERCURY GENERAL CORP	589400100	23996	SH	DEFINED	1	400000
MGI PHARMA	552880106	13986	SH	DEFINED	1	600000
MGM MIRAGE	552953101	121339	SH	DEFINED	1	2772200
MI DEVELOPMENTS INC CL A S/V US\$	55304X104	16875	SH	DEFINED	1	500000
MICHAELS STORES	594087108	676738	SH	DEFINED	1	20470000
MICROCHIP TECHNOLOGY INC	595017104	661442	SH	DEFINED	1	21960222
MICRON TECH CV NT 2.50% 02/01/10	595112AG8	5888	PRN	DEFINED	1	\$5000000
MICRON TECHNOLOGY INC	595112103	822539	SH	DEFINED	1	61845000
MICROSOFT CORP	594918104	9117166	SH	DEFINED	1	354339930
MKS INSTRUMENTS	55306N104	18092	SH	DEFINED	1	1050000
MOBILE TELESYSTEMS QJSC SPON ADR	607409109	40680	SH	DEFINED	1	1000000
MOLEX INC	608554101	102985	SH	DEFINED	1	3860000
MONGANTO CO NEW	61166W101	232175	SH	DEFINED	1	3700000
MONSTER WORLDWIDE	611742107	336889	SH	DEFINED	1	10970000
MONTPELLIER RE HOLDINGS LTD	2956888	227415	SH	DEFINED	1	9151500
MOSAIC COMPANY	61945A107	149906	SH	DEFINED	1	9357400
MOTOROLA INC	620076109	656163	SH	DEFINED	1	29704080
MSC INDUSTRIAL DIRECT CO INC CL A	553530106	113909	SH	DEFINED	1	3434100
MURPHY OIL CORP	626717102	618129	SH	DEFINED	1	12394800
MYOGEN INC	62856E104	21150	SH	DEFINED	1	900000
NABI BIOPHARMACEUTICALS	629519109	39955	SH	DEFINED	1	3050000
NASDAQ STOCK MARKET INC	631103108	13502	SH	DEFINED	1	532628
NATIONAL CITY CORP	635405103	180576	SH	DEFINED	1	5400000
NATIONAL GRID PLC SPON ADR	636274300	18117	SH	DEFINED	1	385882
NATIONAL INSTRUMENTS CORP	636518102	145575	SH	DEFINED	1	5908074
NATIONAL OILWELL VARCO INC	637071101	249853	SH	DEFINED	1	3797150

NAVTEQ CORP	63936L108	113522	2386900 SH	DEFINED	1	2386900
NEKTAR THERAPEUTICS	640268108	16950	1000000 SH	DEFINED	1	1000000
NET 1 UEPS TECHNOLOGIES INC	64107N206	21169	944200 SH	DEFINED	1	944200
NETEASE.COM ADR	64110W102	9901	110000 SH	DEFINED	1	110000
NEUSTAR INC CL A	64126X201	34305	1072350 SH	DEFINED	1	1072350
NEWCASTLE INVESTMENT CORP	65105M108	20534	736000 SH	DEFINED	1	736000
NEWELL RUBBERMAID INC	651229106	158550	7000000 SH	DEFINED	1	7000000
NEWFIELD EXPLORATION	651290108	597629	11357000 SH	DEFINED	1	11357000
NEWMONT MINING CORP	651639106	1246231	26420000 SH	DEFINED	1	26420000
NEWPARK RESOURCES INC	651718504	21050	2500000 SH	DEFINED	1	2500000
NEWS CORP INC CL A	65248E104	1769710	113515711 SH	DEFINED	1	113515711
NEWS CORP INC CL B	65248E203	106762	6470404 SH	DEFINED	1	6470404
NEKEN INC C\$	65334H102	677892	14193545 SH	DEFINED	1	14193545
NEKHEM PP PIPES	652903105	1991	1252355 SH	DEFINED	1	1252355
NEXTEL PARTNERS INC CL A	65333P107	25100	1000000 SH	DEFINED	1	1000000
NICE SYSTEMS LTD SPON ADR	653656108	9036	200000 SH	DEFINED	1	200000
NIKE INC CL B	654106103	150291	1840000 SH	DEFINED	1	1840000
NISOURCE INC	65473P105	334966	9689307 SH	DEFINED	1	9689307
NITROMED INC	654798503	9000	500000 SH	DEFINED	1	500000
NOBLE CORP	2891718	830762	12135000 SH	DEFINED	1	12135000
NOBLE ENERGY INC	655044105	56855	1212262 SH	DEFINED	1	1212262
NOKIA CORP OYJ SPON ADR	654902204	224531	13278000 SH	DEFINED	1	13278000
NORFOLK SOUTHERN CORP	655844108	429989	10601300 SH	DEFINED	1	10601300
NORSK HYDRO SPON ADR	656531605	280105	2517800 SH	DEFINED	1	2517800
NORTEL NETWORKS CORP (HLDG CO) US\$	656568102	338464	103800000 SH	DEFINED	1	103800000
NORTEL NETWORKS CV NT 4.25% 09/01/08	656566A89	113550	\$120000000 PRN	DEFINED	1	\$120000000
NORTHEAST UTILITIES	664397106	108785	5452900 SH	DEFINED	1	5452900
NORTHERN ORION RESOURCES PP C\$	665575106	13413	4566600 SH	DEFINED	1	4566600
NORTHROP GROMMAN CORP	666807102	1810207	33306483 SH	DEFINED	1	33306483
NOVARTIS AG NAMEN SPON ADR	66987V109	60259	1181556 SH	DEFINED	1	1181556
NOVELIS INC US\$	67000X106	6754	315000 SH	DEFINED	1	315000
NOVELL INC	670006105	177559	23833414 SH	DEFINED	1	23833414
NOVELLUS SYSTEMS INC	670008101	51151	2039500 SH	DEFINED	1	2039500
NOVEN PHARMACEUTICALS INC	670009109	4279	305657 SH	DEFINED	1	305657
NPS PHARMACEUTICALS INC	62936P103	9159	905900 SH	DEFINED	1	905900
NSTAR	67019R107	124317	4295200 SH	DEFINED	1	4295200
NTL INC WTS 1:1 0\$261.23 SER A EXP 1/13/11	62940M138	24	39037 SH	DEFINED	1	39037
NUTRISYSTEM INC	67069D108	52712	2106800 SH	DEFINED	1	2106800
O'CHARLEYS INC	670823103	15265	1066700 SH	DEFINED	1	1066700
O2MICRO INTL LTD	2623278	52493	3335000 SH	DEFINED	1	3335000
OCCIDENTAL PETROLEUM CORP	674599105	708215	8290000 SH	DEFINED	1	8290000
OMNICOM GROUP INC	681919106	62723	750000 SH	DEFINED	1	750000
ORACLE CORP	68389X105	1328451	107219589 SH	DEFINED	1	107219589
ORBOTECH LTD	2661784	22193	887000 SH	DEFINED	1	887000
ORIENT-EXPRESS HOTELS CL A	2619288	81281	2860000 SH	DEFINED	1	2860000
ORIX CORP ADR	686330101	17176	189600 SH	DEFINED	1	189600
OSI PHARMACEUTICALS INC	671040103	54006	1847000 SH	DEFINED	1	1847000
OUTBACK STEAKHOUSE	689899102	293075	8007500 SH	DEFINED	1	8007500
OWENS-ILLINOIS INC	690768403	20620	1000000 SH	DEFINED	1	1000000
PACIFICARE HEALTH SYSTEMS INC	695112102	19945	250000 SH	DEFINED	1	250000
PACKAGING CORP OF AMERICA	695156109	91518	4715000 SH	DEFINED	1	4715000
PALM HARBOR HOMES INC	696639103	12900	663906 SH	DEFINED	1	663906
PANERA BREAD CO CL A	69840W108	48621	950000 SH	DEFINED	1	950000
PAR PHARMACEUTICAL COMPANIES INC	69888P106	22627	850000 SH	DEFINED	1	850000
PARKER-HANNIFIN CORP	701094104	387468	6025000 SH	DEFINED	1	6025000
PARTNER COMMUNICATIONS CO ADR	70211M109	16101	1870000 SH	DEFINED	1	1870000
PARTNERRE HLDS LTD	2471932	265760	4149250 SH	DEFINED	1	4149250
PAYCHEX INC	704326107	208904	5633858 SH	DEFINED	1	5633858
PDF SOLUTIONS INC	693282105	26560	1600000 SH	DEFINED	1	1600000
PENWEST PHARMACEUTICALS CO	709754105	8765	500000 SH	DEFINED	1	500000
PEPSICO INC	713448108	2827130	49852400 SH	DEFINED	1	49852400
PERFORMANCE FOOD GROUP CO	713755106	102886	3260000 SH	DEFINED	1	3260000
PETRO-CANADA C\$	71644E102	1471116	35100000 SH	DEFINED	1	35100000
PETROBRAS BRASIL ON ADR (PETROBRAS)	71654V408	1323141	18508050 SH	DEFINED	1	18508050
PETROBRAS BRASIL PN ADR (PETROBRAS) SPON	71654V101	581001	9113742 SH	DEFINED	1	9113742
PETSMART INC	716768106	10890	500000 SH	DEFINED	1	500000
PF CHANGS CHINA BISTRO INC	69333V108	40795	910000 SH	DEFINED	1	910000
PFIZER INC	717081103	1342100	53748500 SH	DEFINED	1	53748500
PGE CORP	69331C108	63978	1630000 SH	DEFINED	1	1630000
PGE CORP CV (P) SUB NT 9.50% 06-30-2010/07	69331CADO	165550	\$56000000 PRN	DEFINED	1	\$56000000
PHARMACYCLICS INC	716933106	226	25000 SH	DEFINED	1	25000
PHARMION CORP	71715B409	2877	131900 SH	DEFINED	1	131900
PHILIPS DODGE CORP	717265102	558517	4298600 SH	DEFINED	1	4298600
PINNACLE ENTERTAINMENT INC	723456109	31161	1700000 SH	DEFINED	1	1700000
PINNACLE WEST CAPITAL CORP	723484101	232731	5279738 SH	DEFINED	1	5279738
PITNEY BOWES INC	724479100	522046	12507100 SH	DEFINED	1	12507100
PLACER DOME INC US\$	725906101	559333	32622500 SH	DEFINED	1	32622500
PMC-SIERRA INC	69344F106	66075	7500000 SH	DEFINED	1	7500000
PNC FINANCIAL SERVICES GROUP INC	693475105	116040	2000000 SH	DEFINED	1	2000000
POTASH CORP OF SASKATCHEWAN INC US\$	73755L107	620774	6652100 SH	DEFINED	1	6652100
POWER INTEGRATIONS INC	739276103	98419	4525000 SH	DEFINED	1	4525000
PPG INDUSTRIES INC	693506107	287072	4850000 SH	DEFINED	1	4850000
PPL CORPORATION	69351T106	700720	21674000 SH	DEFINED	1	21674000
PRAXAIR INC	74009P104	67102	1400000 SH	DEFINED	1	1400000
PRECISION CASTPARTS	740189105	193284	3640000 SH	DEFINED	1	3640000
PROCTER & GAMBLE CO	742718109	569627	9580000 SH	DEFINED	1	9580000
PROGRESS ENERGY INC	743263105	584422	13059718 SH	DEFINED	1	13059718
PROLOGIS SBI	743410102	77543	1750000 SH	DEFINED	1	1750000
PROTECTIVE LIFE CORP	743674103	61770	1500000 SH	DEFINED	1	1500000
PROVIDIAN FINANCIAL CORP	74406A102	19448	1100000 SH	DEFINED	1	1100000
PSYCHIATRIC SOLUTIONS INC	74439H108	32121	592307 SH	DEFINED	1	592307
PT INDOSAT TBK SPON ADR	744383100	16888	675500 SH	DEFINED	1	675500
PUBLIC SERVICE ENTERPRISE GROUP INC	744573106	1309720	20349900 SH	DEFINED	1	20349900
PUGET ENERGY INC	745310102	65744	2800000 SH	DEFINED	1	2800000
QUALCOMM INC	747525103	103807	2319700 SH	DEFINED	1	2319700
QUESTAR CORP	748356102	649885	7375000 SH	DEFINED	1	7375000
QUICKSILVER RESOURCES INC	74837R104	314403	6578850 SH	DEFINED	1	6578850
QUEST COMMUNICATIONS INTERNATIONAL INC	749121109	893185	217850000 SH	DEFINED	1	217850000
RADIO ONE CL A	75040P108	513	39000 SH	DEFINED	1	39000
RADIO ONE CL D N/V	75040P405	1026	78000 SH	DEFINED	1	78000
RAYTHEON COMPANY	755111507	977022	25697572 SH	DEFINED	1	25697572
READERS DIGEST ASSOCIATION INC	755267101	66898	4189000 SH	DEFINED	1	4189000
REGAL ENTERTAINMENT GROUP CL A	758766109	42385	2115000 SH	DEFINED	1	2115000
REGENCY CENTERS CORP	758849103	51705	900000 SH	DEFINED	1	900000
REGIONS FINANCIAL CORP NEW	7591EP100	349686	11236700 SH	DEFINED	1	11236700
RESMED INC	761152107	41896	526000 SH	DEFINED	1	526000
RESTORATION HARDWARE INC	760981100	10744	1700000 SH	DEFINED	1	1700000
REYNOLDS AMERICAN INC	761713106	1119381	13483266 SH	DEFINED	1	13483266

RIGEL PHARMACEUTICALS INC	765559608	11588	500000 SH	DEFINED	1	500000
ROBERT HALF INTL	770323103	595563	16734000 SH	DEFINED	1	16734000
ROGERS CORP	775133101	52245	1350000 SH	DEFINED	1	1350000
ROHM & HAAS CO	775371107	383702	9329000 SH	DEFINED	1	9329000
ROSS STORES INC	778296103	389723	16444000 SH	DEFINED	1	16444000
ROMAN COMPANIES INC	779382100	123072	3467800 SH	DEFINED	1	3467800
ROYAL BANK OF CANADA C\$	780087102	247162	3388300 SH	DEFINED	1	3388300
ROYAL DUTCH SHELL CL A ADR	780259206	4456103	67887000 SH	DEFINED	1	67887000
ROYAL DUTCH SHELL CL B ADR	780259107	971675	14108827 SH	DEFINED	1	14108827
ROYAL GROUP TECHNOLOGIES LTD C\$	779915107	12093	1200000 SH	DEFINED	1	1200000
RPM INTERNATIONAL INC	749685103	154744	8410000 SH	DEFINED	1	8410000
RYANAIR HOLDINGS PLC SPON ADR	783513104	365287	8023000 SH	DEFINED	1	8023000
S1 CORP (GEORGIA)	784638101	9775	2500000 SH	DEFINED	1	2500000
SABRE HOLDINGS CORP CL A	785905100	401616	19803554 SH	DEFINED	1	19803554
SAFECO CORP	786429100	45373	850000 SH	DEFINED	1	850000
SALEM COMMUNICATIONS CL A	794093104	16513	895485 SH	DEFINED	1	895485
SALIX PHARMACEUTICALS LTD	795435106	5446	256300 SH	DEFINED	1	256300
SAN JUAN BASIN RTY	798241105	42437	869600 SH	DEFINED	1	869600
SANMINA-SCI CORP	800907107	137924	32150000 SH	DEFINED	1	32150000
SARA LEE CORP	803111103	1205279	63603100 SH	DEFINED	1	63603100
SAXON CAPITAL INC	80556T106	32232	2720000 SH	DEFINED	1	2720000
SBC COMMUNICATIONS INC	78387G103	5758002	240217000 SH	DEFINED	1	240217000
SCHNEIN (HENRY) INC	806407102	35232	826650 SH	DEFINED	1	826650
SCHERING-PLOUGH CORP	806605101	1805185	85757000 SH	DEFINED	1	85757000
SCHERING-PLOUGH CORP CV PFD 6.00% 09/14/07	806605606	189800	3499900 SH	DEFINED	1	3499900
SCHLUMBERGER LTD	806857108	4401598	52164000 SH	DEFINED	1	52164000
SCI SYSTEMS CV SUB NT 3.00% 03/15/07	783890AF3	81754	\$84500000 PRN	DEFINED	1	\$84500000
SCRIPPS CO (THE B W) CL A NEW	811054204	194883	3900000 SH	DEFINED	1	3900000
SEALED AIR CORP NEW	81211K100	333359	7024000 SH	DEFINED	1	7024000
SEMPRA ENERGY	816851109	47060	1000000 SH	DEFINED	1	1000000
SEMTech CORP	816850101	121055	7350000 SH	DEFINED	1	7350000
SEPRACOR INC	817315104	295823	5014798 SH	DEFINED	1	5014798
SEPRACOR INC CV SUB DEB 5.00% 2/15/07	817315AL8	46173	\$46000000 PRN	DEFINED	1	\$46000000
SERVICEMASTER CO (THE)	81760N109	447808	33072950 SH	DEFINED	1	33072950
SHARPER IMAGE CORP	820013100	15120	1200000 SH	DEFINED	1	1200000
SILICON GRAPHICS INC	827056102	10920	14000000 SH	DEFINED	1	14000000
SINA CORP	2579230	6600	240000 SH	DEFINED	1	240000
SIRVA INC	82967Y104	31025	4158900 SH	DEFINED	1	4158900
SK TELECOM SPON ADR (NY)	78440P108	351927	16113850 SH	DEFINED	1	16113850
SKILLSOFT PLC SPON ADR	830928107	7328	1600000 SH	DEFINED	1	1600000
SKY FINANCIAL GROUP INC	83080P103	116375	4140000 SH	DEFINED	1	4140000
SLM CORP	78442P106	135173	2520000 SH	DEFINED	1	2520000
SMITH INTL INC	832110100	546444	16404800 SH	DEFINED	1	16404800
SMURFIT-STONE CONTAINER CORP	832727101	79505	7674200 SH	DEFINED	1	7674200
SNAP-ON INC	833034101	22384	619700 SH	DEFINED	1	619700
SOHU.COM	83408W103	3495	204000 SH	DEFINED	1	204000
SOLETRON CORP	834182107	264162	67560600 SH	DEFINED	1	67560600
SONIC CORP	835451105	94915	3470400 SH	DEFINED	1	3470400
SONOCO PRODUCTS CO	835495102	103778	3800000 SH	DEFINED	1	3800000
SOUTH FINANCIAL GROUP INC	837841105	21338	795000 SH	DEFINED	1	795000
SOUTHERN CO	842587107	1387309	38795000 SH	DEFINED	1	38795000
SOUTHWEST AIRLINES CO	844741108	1190976	80200377 SH	DEFINED	1	80200377
SOUTHWESTERN ENERGY	845467109	136656	1861800 SH	DEFINED	1	1861800
SPRINT NEXTEL CORP SERIES 1	852061100	2955603	124709984 SH	DEFINED	1	124709984
SPSS INC	78462K102	18931	788790 SH	DEFINED	1	788790
ST JUDE MEDICAL	790849103	155573	3324200 SH	DEFINED	1	3324200
ST PAUL TRAVELERS COMPANIES INC	792860108	1594477	35535480 SH	DEFINED	1	35535480
STARBUCKS CORP	855244109	1121949	22394200 SH	DEFINED	1	22394200
STATE STREET CORP	857477103	498984	10200000 SH	DEFINED	1	10200000
STEELCASE INC CL A	858155203	13448	930000 SH	DEFINED	1	930000
STERIS CORP	859152100	41633	1750000 SH	DEFINED	1	1750000
STERLING BANCSHARES INC	858907108	24272	1650000 SH	DEFINED	1	1650000
STORA ENSO OYJ ADR	86210M106	15024	1086300 SH	DEFINED	1	1086300
SUN LIFE FINANCIAL INC C\$	866796105	13723	365000 SH	DEFINED	1	365000
SUN MICROSYSTEMS INC	866810104	983167	250808000 SH	DEFINED	1	250808000
SUNOCO ENERGY INC C\$	867229106	2356574	38852342 SH	DEFINED	1	38852342
SUNOCO INC	86764P109	243917	3119144 SH	DEFINED	1	3119144
SUNSTONE HOTEL INVESTORS INC	867892101	75814	3108400 SH	DEFINED	1	3108400
SUNTRUST BANKS INC	867914103	876806	12625000 SH	DEFINED	1	12625000
SYMBOL TECHNOLOGIES	871508107	64205	6632730 SH	DEFINED	1	6632730
SYSCO CORP	871829107	92542	2950000 SH	DEFINED	1	2950000
TAIWAN SEMICONDUCTOR MFG CO SPON ADR	874039100	458592	55789823 SH	DEFINED	1	55789823
TARGET CORP	876128106	6023537	115993400 SH	DEFINED	1	115993400
TARO PHARMACEUTICAL INDUSTRIES LTD	2872423	11579	450000 SH	DEFINED	1	450000
TELE CENTRO OESTE CELULAR PARTIC PN ADR	87923P105	14838	1637700 SH	DEFINED	1	1637700
TELE NORTE LESTE PARTICIPACOES PN ADR	879246106	6612	400000 SH	DEFINED	1	400000
TELEFONICA SPON ADR	879382208	434707	8814000 SH	DEFINED	1	8814000
TELEFONOS DE MEXICO L ADR	879403780	526081	24733474 SH	DEFINED	1	24733474
TELEMIG CELULAR PARTICIPACOES PN ADR	87944E105	16711	494400 SH	DEFINED	1	494400
TELEPHONE/DATA SYSTS	879433100	249265	6391400 SH	DEFINED	1	6391400
TELEPHONE/DATA SYSTS SPECIAL SHARE	879433860	239997	6391400 SH	DEFINED	1	6391400
TEMPLE-INLAND INC	879868107	242484	5490438 SH	DEFINED	1	5490438
TERADYNE INC	880770102	242550	14700000 SH	DEFINED	1	14700000
TETRA TECH INC	88162G103	56902	3383000 SH	DEFINED	1	3383000
TEVA PHARM ADR	881624209	11530	345000 SH	DEFINED	1	345000
TEXAS INSTRUMENTS INC	882508104	4649277	137146824 SH	DEFINED	1	137146824
THERAVANCE INC	88338T104	253	12000 SH	DEFINED	1	12000
THOMSON CORP (THE) C\$	884903105	91959	2460000 SH	DEFINED	1	2460000
TIM PARTICIPACOES SA PN ADR	88706P106	92452	4975876 SH	DEFINED	1	4975876
TIME WARNER INC	887317105	4328348	239003200 SH	DEFINED	1	239003200
TJX COMPANIES INC NEW	872540109	995738	48620000 SH	DEFINED	1	48620000
TNS INC	872960109	17581	725000 SH	DEFINED	1	725000
TODCO A	88889T107	16058	385000 SH	DEFINED	1	385000
TOTAL SA SPON ADR	891518109	862172	6347900 SH	DEFINED	1	6347900
TOYOTA MOTOR CORP ADR	892331307	35101	380000 SH	DEFINED	1	380000
TRACTOR SUPPLY CO	892356106	53502	1172014 SH	DEFINED	1	1172014
TRANSOCEAN INC	2821287	1042626	17005800 SH	DEFINED	1	17005800
TRIAD HOSPITALS INC	89579K109	13318	250000 SH	DEFINED	1	250000
TRIARC COMPANIES CL A	895927101	15960	950000 SH	DEFINED	1	950000
TRIARC COMPANIES INC CL B	895927309	31304	2050000 SH	DEFINED	1	2050000
TRIPATH IMAGING INC	896942109	670	94836 SH	DEFINED	1	94836
TTM TECHNOLOGIES INC	87305R109	9653	1350000 SH	DEFINED	1	1350000
TUPPERWARE CORP	895896104	144995	6365000 SH	DEFINED	1	6365000
TYCO INTERNATIONAL LTD	902124106	4959194	178068000 SH	DEFINED	1	178068000
TYCO INTL GROUP CV NT B (P) 3.125% 01-15-23/15	902118BG2	33219	\$25000000 PRN	DEFINED	1	\$25000000
TYCO INTL GROUP CV NT SER B 144A (P) 3.125% 01-15-23/15	902118BE7	66438	\$50000000 PRN	DEFINED	1	\$50000000
U S BANCORP NEW	902973304	1919408	68355000 SH	DEFINED	1	68355000

Pg 12 of 12

U S CELLULAR CORP	911684108	10446	204900	SH	DEFINED	1	204900
UMS FINANCIAL CORP	902788108	5911	90000	SH	DEFINED	1	90000
UMPUA HOLDINGS CORP	904214103	89977	3699700	SH	DEFINED	1	3699700
UNIBANCO UNITS GOR (REP 5 USBR11 UNITS)	904588107	641930	12204000	SH	DEFINED	1	12204000
UNILEVER NV NY SHRS	904784709	1124623	15740000	SH	DEFINED	1	15740000
UNION PACIFIC CORP	907818108	905213	12625000	SH	DEFINED	1	12625000
UNITED BANKSHRS INC	909907107	65706	1880000	SH	DEFINED	1	1880000
UNITED PARCEL SERVICE INC CL B	911312106	3311507	47902600	SH	DEFINED	1	47902600
UNITED STATES STEEL CORP	912909108	155467	3671000	SH	DEFINED	1	3671000
UNITED STATONERS	913004107	144130	3011500	SH	DEFINED	1	3011500
UNITED TECHNOLOGIES CORP	913017109	2822377	54444000	SH	DEFINED	1	54444000
UNITED THERAPEUTICS CORP	91307C102	13960	200000	SH	DEFINED	1	200000
UNITEDHEALTH GROUP INC	91324F102	344225	6125000	SH	DEFINED	1	6125000
UNIVISION COMMUNICATIONS INC CL A	914906102	48285	1820000	SH	DEFINED	1	1820000
UNUMPROVIDENT CORP	91529V106	192700	9400000	SH	DEFINED	1	9400000
UST INC	902911106	497335	11880900	SH	DEFINED	1	11880900
VAIL RESORTS INC	91879Q109	69288	2410000	SH	DEFINED	1	2410000
VALASSIS COMM INC	918866104	38980	1000000	SH	DEFINED	1	1000000
VALEANT PHARMACEUTICALS INTL	91911X104	33132	1650000	SH	DEFINED	1	1650000
VALERO ENERGY CORP NEW	91913Y100	78434	693735	SH	DEFINED	1	693735
VALSPAR CORP	920355104	29388	1314300	SH	DEFINED	1	1314300
VALUECLICK INC	92046M102	31634	1851000	SH	DEFINED	1	1851000
VALUEVISION MEDIA INC CL A	92047K107	20430	1800000	SH	DEFINED	1	1800000
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCS	922207105	65674	1550000	SH	DEFINED	1	1550000
VEECO INSTRUMENTS INC	922417100	25640	1598523	SH	DEFINED	1	1598523
VERIPONE HOLDINGS INC	92342Y109	28154	1400000	SH	DEFINED	1	1400000
VERISIGN INC	92343E102	175234	8200000	SH	DEFINED	1	8200000
VERIZON COMMUNICATIONS	92343V104	2884193	88228600	SH	DEFINED	1	88228600
VERTEX PHARMACEUTICALS INC	92532F100	26344	1178704	SH	DEFINED	1	1178704
VF CORP	918204108	333328	5750000	SH	DEFINED	1	5750000
VIACOM INC CL B N/V	925524308	219128	6638225	SH	DEFINED	1	6638225
VINTAGE PETROLEUM	927460105	39911	874100	SH	DEFINED	1	874100
VISHAY INVERTTECHNOLOGY INC	928298108	26888	2250000	SH	DEFINED	1	2250000
VISION-SCIENCES INC	927912105	3863	1884500	SH	DEFINED	1	1884500
VODAFONE GROUP PLC ADR	92857M100	1832300	70554500	SH	DEFINED	1	70554500
VOTORANTIN CELULOSE PAPEL PN SPON ADR	92906P106	44354	3310000	SH	DEFINED	1	3310000
VULCAN MATERIALS CO	929160109	22263	300000	SH	DEFINED	1	300000
WACHOVIA CORPORATION (NEW)	929903102	541289	11374000	SH	DEFINED	1	11374000
WAL-MART STORES INC	931142103	1894137	43225400	SH	DEFINED	1	43225400
WALGREEN CO	931422109	2753322	63367600	SH	DEFINED	1	63367600
WARNER MUSIC GROUP CORP	934550104	37020	2000000	SH	DEFINED	1	2000000
WARREN RESOURCES INC	93564A100	23534	1405000	SH	DEFINED	1	1405000
WASHINGTON MUTUAL INC	939322103	3943767	100555000	SH	DEFINED	1	100555000
WASTE CONNECTIONS	941053100	15786	450000	SH	DEFINED	1	450000
WASTE MANAGEMENT INC NEW	94106L109	586648	20505000	SH	DEFINED	1	20505000
WD-40 COMPANY	929236107	41426	1562650	SH	DEFINED	1	1562650
WEATHERFORD INTL LTD	2962421	254042	3700000	SH	DEFINED	1	3700000
WEINGARTEN R/ATY INVS	948741103	99725	2634750	SH	DEFINED	1	2634750
WELLPOINT INC	94973V107	2526307	33319800	SH	DEFINED	1	33319800
WELLS FARGO & CO (NEW)	949746101	3243990	55386550	SH	DEFINED	1	55386550
WESTAR ENERGY INC	95709T100	43434	1800000	SH	DEFINED	1	1800000
WESTERN ALLIANCE BANCORPORATION	957638109	4243	151000	SH	DEFINED	1	151000
WEYERHAEUSER CO	962166104	2373628	34525500	SH	DEFINED	1	34525500
WHOLE FOODS MARKET	966837106	201648	1499980	SH	DEFINED	1	1499980
WILLIAMS COMPANIES INC	969457100	48472	1935000	SH	DEFINED	1	1935000
WILLIAMS-SONOMA INC	969904101	162323	4232680	SH	DEFINED	1	4232680
WILLIS GROUP HOLDINGS LTD	2764984	323306	8610000	SH	DEFINED	1	8610000
WORTHINGTON INDUSTRIES INC	981811102	112334	5341600	SH	DEFINED	1	5341600
WRIGHT MEDICAL GROUP	98235T107	59232	2400000	SH	DEFINED	1	2400000
WRIGLEY WM JR CO	982526105	149510	2080000	SH	DEFINED	1	2080000
WYETH	983024100	949900	20529500	SH	DEFINED	1	20529500
XCEL ENERGY INC	98389B100	471362	24036800	SH	DEFINED	1	24036800
XEROX CORP	984121103	145607	10667200	SH	DEFINED	1	10667200
XILIMX INC	983919101	1213369	43568000	SH	DEFINED	1	43568000
XL CAPITAL LTD CL A	2283401	683552	10047800	SH	DEFINED	1	10047800
XN SATELLITE RADIO HLDGS	983759101	81157	2260000	SH	DEFINED	1	2260000
YAHOO! INC	984332106	1320584	39024354	SH	DEFINED	1	39024354
YUM! BRANDS INC	988498101	336498	6951000	SH	DEFINED	1	6951000
ZALE CORP	988858106	31257	1150000	SH	DEFINED	1	1150000
ZILOG INC	989524301	7049	2660000	SH	DEFINED	1	2660000
ZIONS BANCORP	989701107	80111	1125000	SH	DEFINED	1	1125000
ZYMOGENETICS INC	98985T109	8250	500000	SH	DEFINED	1	500000

GRAND \$ 448632033

* INVESTMENT DISCRETION IS DISCLAIMED BY THE CAPITAL GROUP COMPANIES, INC FOR ALL PURPOSES OTHER THAN FORM 13F

</TEXT>

</DOCUMENT>